

Co-operative Federation of Victoria Ltd
Board Meeting
30 May 2005
Minutes

M. J. Dinning
David Dinning

M. J. Dinning 28 April 2005

That the minutes of 28 April 2005 be signed by the Chairman as a true and accurate record.

M. J. Dinning

It was noted that GC had met with Ministerial Adviser.

It was noted that the draft funding agreement was received on 15 April 2005 and the Agreement has been forwarded to CAV Director for signature as of 28 April 2005 but had not, apparently, been signed as of 30 May 2005. It was noted that GC had been in contact with the Director's office.

David Griffiths and Graeme Charles reported on progress in updating publications and developing co-op profiles.

4 Subscription Reminder

At the meeting of 28 April 2005 the Secretary was asked to send out the subscription reminders. The Secretary reported that the reminders had been sent. It was agreed that:
GC would follow-up Genetics Australia
NB would follow-up Terang Co-operative.

5 ACCORD

The email correspondence to and from ACCORD was noted.

6 Co-operative Auditing Department (Thailand) - visit to Australia

It was noted that the visit has been cancelled by the Thailand Government:

7 Co-operative Education

The meeting on 28 April 2005 passed this resolution:
It was agreed that deadlines needed to be established for co-operative education:
By the end of June 2005, obtain and source significant organisational support and minimum funding of \$100,000 for co-operative education from Victorian Government, co-operatives and other sources.

It was noted that there has been no follow-up with:
Murray Goulburn,

LIDV

Chief Executive Officer of the ~~VBC~~ and Rabobank.

GC report on the meeting held on Thursday May 12 with Ministerial Adviser, Michael Kennedy were noted.

It was agreed that as a matter of urgency GC would seek a meeting with MG and that, if possible, NB would attend the meeting.

3. Herd Improvement

It was noted that NB said that he would discuss with Bernie Harford, Genetics Australia, regarding the future of herd improvement co-operatives and the threat from the USA,

4. Statistics Group

It was noted that there are no statistics to report.

5. E-F and Web Hosting

The Secretary reported that currently there was minimal updating of the web site and that the statistics currently being provided by NETC were useless because they were not compatible with previous statistics.

It was agreed that the Secretary would prepare an options paper with a recommendation. Directors concerned with the recommendation should contact the Chairman or Secretary immediately.

It was noted that directors were not satisfied with my brief options paper and the Chairman requested a more detailed explanation. I have been working on this but in the meantime Graeme has been discussing the issue with Peter Jamieson of NETC. I thought that this might be more productive:

David Griffiths reported that he had forwarded the following to NETC:

I want the homepage to look like this:

Front Page

FRONT PAGE

Last Updated: Jan 27th, 2004 - 10:25:12

Latest Headlines

Entertainment

Movies

[Action](#)

[Comedy](#)

[Drama](#)

[Horror](#)

Music

[Classical](#)

[Jazz](#)

Television

Sports

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[Olympics](#)

[Summer Games](#)

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News

Search

Go

All Categories

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[Link the summary of an article to another website's article](#)

Link the summary of an article to another website's article

If you ever need to upload an image, a document file like a Microsoft Word or an Adobe Acrobat PDF file, Article Manager makes it easy to do just that. You can let your users link from the summary of an article to an image or word document simply by just linking to it, just like how this summary is linked to a Microsoft Word document. [\[Visit Website\]](#)

Jan 26, 2004, 16:52

Upload up to 25 images per an article

Article Manager allows users to upload up to 25 images per an article. And what's even better, you the user can decide where each and every image is placed within the content. You can place them to the left, right, center, or between paragraphs. You're given full control on image placement.

Jan 26, 2004, 16:52

[Manage online content with Article Manager](#)

Manage online content with Article Manager

Article Manager makes it easy for you to fully administrate and manage a website which needs constant updating of articles, news stories, headlines, or editorials. Whether you run a local news site or an entire news portal, Article Manager is a perfect fit.

Jan 26, 2004, 16:51

[Create multiple categories to which articles can be added](#)

Create multiple categories to which articles can be added

Article Manager includes a Category Editor which allows you to create multiple categories which articles can be added to. For example, you could create categories for National News, World News, Entertainment, Sports, Business, etc. You now have the power to showcase a site that includes articles from as many different types of categories as you would like.

Jan 26, 2004, 16:51

Link your article summaries to documents or images

If you ever need to upload an image, a document file like a Microsoft Word or an Adobe Acrobat PDF file, Article Manager makes it easy to do just that. You can let your users link from the summary of an article to an image or word document simply by just linking to it, just like how this summary is linked to a Microsoft Word document. [\[Download/View File\]](#)

Jan 26, 2004, 16:51

[More Headlines](#)

Entertainment

[Link the summary of an article to another website's article](#)

[Create multiple categories to which articles can be added](#)

[Users can create articles and submit them for review](#)

Sports

[Manage online content with Article Manager](#)

[Link your article summaries to documents or images](#)

News

[Upload up to 25 images per an article](#)

And I want the following features:

- Publish articles without any HTML/technical knowledge.
- The system auto-dates new articles, or you can change the date manually.
- Articles can be set as:
 - Visible: published to the website immediately when saved.
 - Pending: saved to the system, but not published until an editor approves it.
 - Hidden: disable an article so it's not visible to the public (use this when you want to pull an article to revise it).
- You can publish different kinds of articles:
 - Full Article: summary on category page and then a link to a full article on its own page.
 - Summary only: just a summary on the category page.
 - Internet URL: summary and then a link to an outside website.
 - Uploaded file: summary and then a link to a document (like a PDF, spreadsheet, or Word Document).
- Write articles in plain text, HTML...
- ... or use our WYSIWYG editor to create articles with word processor-like formatting.

- Change the font type, colour and size, bold, italics or underline.
 - Justify text right, left or centre.
 - Create bulleted or numbered lists.
 - Indent or unindent paragraphs.
 - Insert horizontal lines, hyperlinks, and images
- Specify a unique filename for each article.
- Custom publish and upload folders - specified at the category level.
- Preview the article before publishing it to the website.
- Upload up to 25 images to embed within the article.

Category Management

- Organize your categories into Subcategories.
 - Accomodate any depth of subcategories.
 - Publish articles across entire category branches or restrict them to specified categories.
- Sort the categories into any order
- Hide categories to remove them temporarily from your website.
- Search for categories in the administration system to access them quickly.
- Customize the number of articles and headlines displayed for each category.
- Create customized filenames for categories to make more readable URLs (/news.html instead of cat_index_2.html).
- Associate different images with the category.

Search Engine

- Quickly search any content published
- Search for articles in all categories or only specific categories.
- Advanced search allows search by date range and categories.

Webfeed Generator

- Let other websites incorporate content.

User Administration

- Manage users and give them different access levels:
 - Admin: complete control over the system.
 - Editor: able to approve other people's articles.
 - Trusted writer: able to add articles to the website without approval from an editor.
 - Writer: articles are tagged as "pending" until approved by an editor.
 - Disabled: unable to use any part of the system.
- Constrain writers so they can only add articles to certain categories.
- Give each writer their own username/password so they can log into the system.
- Email notification system. Any user can be informed when articles are written, published, changed, or removed.

He said that the requirements are clear and a clear answer is all that is needed.

It was noted that theNETC response would determine:

The capacity of NETC to respond within a reasonable time frame.

The willingness and ability of NETC to respond specifically to specific points.

The ability and willingness of NETC to provide a fixed and final cost that CFV can afford subject to receipt of CAV grant.

It was agreed that in the absence of the receipt of CAV funds there would be no further action on ISP and web site options.

11 Winding Up Option

It was agreed that without receipt of CAV funds and additional subscription income and no significant progress in cooperative education that a winding-up recommendation would be the inevitable outcome. The Secretary was asked to prepare information on winding-up and attach these to the minutes. The Chairman said that he would also look at winding-up provisions.

Next Meeting: 10:30 am 30 June 2005

Attachment: Sections 192-193, 199-201 and 314-318 Co-operatives Act 1996

Division 2—Resolutions

Decisions to be by ordinary resolution

Except as otherwise provided in this Act or by the rules of the co-operative, every question for decision by a co-operative must be determined by ordinary resolution.

s. 199

Ordinary resolutions

An ordinary resolution is a resolution of a co-operative which is passed by a simple majority at a general meeting of the co-operative or in a postal ballot of members.

Special resolutions

A special resolution is a resolution of a co-operative which is passed—

by a two-thirds majority at a general meeting of members; or

by a two-thirds majority in a postal ballot (other than a special postal ballot) of members;
or

by a three-quarters majority in a special postal ballot of members.

A special resolution may be passed by a postal ballot only if the rules of the co-operative so permit or this Act requires the special resolution to be passed by postal ballot (including a special postal ballot).

A resolution is not to be considered to have been passed as a special resolution unless not less than 21 days notice has been given to the members of the co-operative specifying—

the intention to propose the special resolution; and

the reasons for the making of the special resolution; and

the effect of the special resolution being passed.

A co-operative must give at least 28 days notice to the Registrar of a proposed special resolution before giving notice to the members of the proposed special resolution.

20 penalty units.

A failure to give notice to the Registrar under sub-section (4) does not affect the validity of the resolution.

Division 3—Postal ballots

Postal ballots

A postal ballot may be held as provided by the rules of a co-operative and must be conducted in accordance with the regulations.

On the declaration by the returning officer of the result of the ballot, the secretary of the co-operative must make an entry in the minute book of the co-operative showing—

s. 201

the number of formal votes cast in favour of the proposal concerned; and
the number of formal votes cast against the proposal; and
the number of informal votes cast.

Special postal ballots

A special postal ballot is a postal ballot that is conducted as required by this section.

The ballot must not be held less than 21 days after notice of the ballot is given to members so as to enable sufficient time for a meeting to discuss the proposal that is the subject of the ballot to be convened and held (whether by the board or on the requisition of members).

The co-operative must send to each member (along with any other material required to be sent in connection with the postal ballot) a disclosure statement approved by the Registrar and containing information concerning—

the financial position of the co-operative; and

the interests of the directors of the co-operative in the proposal with which the ballot is concerned, including any interests of the directors in another organisation concerned in the proposal; and

any compensation or consideration to be paid to officers or members of the co-operative in connection with the proposal; and

such other matters as the Registrar directs.

If the Registrar so requires, the statement is to be accompanied by a report made by an independent person approved by the Registrar concerning any matters that the Registrar directs.

Sections 17 (except sub-section (2)) and 29 apply to the approval of a disclosure statement under this section with any necessary modifications and in particular as if any reference in section 17 to a formation meeting were a reference to the notice of the special postal ballot.

When is a special postal ballot required?

In addition to any requirement of this Act, the rules of a co-operative must require a special postal ballot to be conducted for the purpose of passing a special resolution in relation any of the following matters relating to a co-operative—

conversion of—

a share capital co-operative to a non-share capital co-operative or vice versa; or

a trading co-operative to a non-trading co-operative or vice versa;

transfer of incorporation;
an acquisition or disposal of assets referred to in section 275;
the maximum permissible level of share interest in the co-operative;
takeover;
merger;
transfer of engagements;
members' voluntary winding-up.

Division 3—Winding up

Methods of winding up

A co-operative may be wound up voluntarily or by the Supreme Court or on a certificate of the Registrar.

In the case of a winding up voluntarily or by the Supreme Court, the co-operative may be wound up in the same manner and in the same circumstances as a company under the Corporations Law may be so wound up.

Winding up on Registrar's certificate

A co-operative may be wound up on a certificate of the Registrar only if the necessary grounds for the taking of that action exist, as referred to in section 336.

A winding up on a certificate of the Registrar commences when the certificate is given.

On the giving of a certificate, the Registrar may appoint a person to be the liquidator of the co-operative.

The liquidator need not be a registered liquidator under the Corporations Law.

The liquidator must within 10 days after appointment give notice of his or her appointment in the Government Gazette.

- The liquidator must give such security as may be prescribed and is entitled to receive such fees as are fixed by the Registrar.

Any vacancy occurring in the office of liquidator is to be filled by a person appointed by the Registrar.

Application of Corporations Law to winding up

The provisions of Parts 5.4 to 5.7 of the Corporations Law with respect to the winding up or dissolution of a company under that Law are adopted by this section and apply to the winding up or dissolution of a co-operative.

For the purposes of the application of those provisions to a winding up on the certificate of the Registrar, the winding up is to be considered to be a voluntary winding up (but section 490 of the Corporations Law does not apply).

Provisions of the Corporations Law are adopted with any modifications that are prescribed and as if—

a reference in any of those provisions to a special resolution or an extraordinary resolution were a reference to a special resolution within the meaning of this Act;

a reference in any of those provisions to the Commission were as a reference to the Registrar;

section 513B were amended by inserting after paragraph (d)—

if the winding up is on the certificate of the Registrar—on the date that the certificate is given; or";

section 516 were amended by inserting after the words "past member" the words "together with any charges payable by him or her to the co-operative in accordance with the rules";

a reference in section 461 to a proprietary company were reference to an association or federation;

a reference to a registered liquidator included a reference to a person approved by the Registrar as a liquidator of a co-operative;

a reference in any of those provisions to section 260 of the Corporations Law were a reference to Division 5 of Part 4 of this Act.

The provisions of the Corporations Law adopted by this section are to be read subject to sections 76 and 322 for the purposes of determining the liability of members and former members to contribute on a winding up of a co-operative.

Restrictions on voluntary winding up

A co-operative may be wound up voluntarily only—

by a creditors' voluntary winding up; or

if a special resolution is passed by means of a special postal ballot in favour of voluntary winding up.

The Registrar may by order exempt a co-operative from compliance with all or specified provisions of this section or section 200.

An exemption under sub-section (2) may be granted either unconditionally or subject to conditions.

When a special postal ballot is held, the members may, by means of the same ballot, by simple majority—

appoint one or more liquidators for the purpose of winding up the affairs and distributing the assets of the co-operative; and

fix the remuneration to be paid to the liquidator.

Commencement of members' voluntary winding up

A members' voluntary winding up of a co-operative commences when the result of the special postal ballot is noted in the minute book by the secretary of the co-operative.

Distribution of surplus—non-trading co-operatives

On a winding up of a non-trading co-operative, the surplus property of the co-operative must be distributed as required by the rules of the co-operative.

- The rules of a non-trading co-operative must make provision for the manner in which the surplus property of the co-operative is to be distributed in a winding up.

In this section—

"surplus property" means that property of the co-operative that remains after satisfaction of the debts and liabilities of the co-operative and the costs, charges and expenses of the winding up.

Liquidator—vacancy may be filled by Registrar

If a co-operative is being wound up voluntarily and a vacancy occurs in the office of liquidator which in the opinion of the Registrar is unlikely to be filled in the manner provided by the Corporations Law, the Registrar may appoint a person to be liquidator.

Review of liquidator's remuneration

Any member or creditor of a co-operative or the liquidator may at any time before the completion of the winding up of the co-operative apply to the Supreme Court to review the amount of the remuneration of the liquidator.

Liability of member to contribute in a winding up where shares forfeited etc.

If a person's membership of a co-operative is cancelled under Part 6 within 2 years before the commencement of the winding up of the co-operative, the person is liable on the winding up to contribute to the property of the co-operative the nominal value of any shares forfeited in connection with that cancellation (being their nominal value immediately before cancellation).

If under section 176 a co-operative—

- (c) purchases any share of a member in the co-operative; or

repays to a member the whole or any part of the amount paid up on any share held by a member—

within 2 years before the commencement of the winding up of the co-operative, the member or former member is liable on the winding up to contribute to the property of the co-operative the